

Resolutions of the Annual General Meeting of MOL Plc. held on 25 April 2024

MOL Hungarian Oil and Gas Public Limited Company held its Annual General Meeting (AGM) on 25 April 2024. The AGM had a quorum as shareholders representing 54.97% of the shares entitled to vote appeared at the AGM. The AGM adopted the following resolutions (the resolutions will be submitted to the Court of Registry following the completion of the Minutes within 30 days after the AGM).

1. The AGM approved with 429,631,307 yes votes (100%) the electronic voting technique.
2. The AGM approved with 429,631,307 yes votes (100%) the election of the keeper of the Minutes, the authenticator of the Minutes and the counters of the votes in line with the proposal of the Chairman of the Annual General Meeting.

3. The AGM approved the following resolution with 429,630,259 yes votes (100%):

The General Meeting approves the 2023 parent company financial statement of MOL Plc. prepared based on Section 9/A of the Hungarian Accounting Act, in accordance with the International Financial Reporting Standards as adopted by the European Union (IFRS) and the related independent auditors' report with total assets of HUF 4,659,445 million and profit for the period of HUF 343,774 million.

The General Meeting furthermore approves the 2023 consolidated financial statement of MOL Plc. prepared based on Section 10 of the Hungarian Accounting Act, in accordance with the IFRS and the related independent auditors' report with total assets of HUF 7,703,125 million and profit for the period of HUF 567,455 million.

4. The AGM approved the following resolution with 429,622,059 yes votes (100%):

The General Meeting decides that a total sum of HUF 197,958,824,000 shall be paid out as dividend in 2024, for the 2023 financial year. The dividend on treasury shares will be distributed to those shareholders eligible for such dividend, in proportion to their number of shares. The net profit shall be transferred to retained earnings.

5. The AGM approved the following resolution with 429,630,259 yes votes (100%):

The General Meeting approves the Corporate Governance Declaration, based on the Corporate Governance Recommendations of the Budapest Stock Exchange.

6. The AGM approved the following resolution with 429,621,801 yes votes (100%):

The General Meeting – under Article 12.12 of the Articles of Association – acknowledges the work of the Board of Directors performed during the 2023 business year and grants waiver to the Board of Directors and its members under Article 12.12 of the Articles of Association.

7. The AGM approved the following resolution with 429,630,259 yes votes (100%):

The General Meeting elects Deloitte Auditing and Consulting Ltd. (1068 Budapest, Dózsa György út 84/C.) to be the statutory auditor of MOL Plc. for the financial year 2024, from the day following the

date of the general meeting approving the 2023 financial statements until the annual general meeting to be held in 2025, but until 30 April 2025 the latest.

The General Meeting determines the remuneration of the auditor for auditing MOL Plc. in the financial year 2024 to be HUF 122.1 million plus VAT.

The auditor personally responsible appointed by Deloitte Auditing and Consulting Ltd. is Gábor Molnár (registration number: MKVK-007239), in case of his incapacity he shall be substituted by Tamás Horváth (registration number: MKVK-003449).

In addition to the abovementioned, the General Meeting defines the material elements of the contract with the auditor as follows:

Scope of the contract:

Audit of the 2024 parent company and consolidated financial statements of MOL Plc. prepared based on the Hungarian Accounting Act, in accordance with the International Financial Reporting Standards as adopted by the European Union (IFRS).

Billing and settlement:

In 12 equal monthly installments, invoices are to be submitted by the auditor until the 5th calendar day of the following month and MOL Plc. is obliged to settle them within 30 days upon receipt.

Term of the contract:

From the day following the date of the general meeting approving the 2023 financial statements until the date of the annual general meeting closing the financial year 2024, but until 30 April 2025 the latest.

Otherwise the general terms and conditions relating to audit agreements of Deloitte Auditing and Consulting Ltd. shall apply.

8. The AGM approved the following resolution with 429,622,059 yes votes (100%):

The General Meeting acknowledges the Board of Directors' presentation regarding the acquisition of treasury shares following the ordinary Annual General Meeting of 2023 in accordance with Section 3:223 (4) of the Civil Code.

9. The AGM approved the following resolution with 425,884,415 yes votes (99.13%):

The General Meeting authorizes the Board of Directors of the Company to acquire treasury shares – simultaneously setting aside Resolution No. 9 of the Annual General Meeting of 2023 – pursuant to the following terms and conditions:

- Mode of acquisition of treasury shares: with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations, including but not limited to acquiring shares by exercising rights ensured by financial instruments for acquiring treasury shares (eg.: call right, exchange right etc.).
- The authorization empowers the Board of Directors to acquire any type of shares issued by the Company with any par value.
- The amount (number) of shares that can be acquired: the total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.
- The period of validity of the authorization: from the date of the resolution made by the General Meeting for an 18 months period.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150 % of the highest of the following prices:

- a.) the highest price of the deals concluded with MOL shares on the Budapest Stock Exchange ("BÉT") on the date of the transaction or
- b.) the highest daily volume weighted average price of MOL shares on any of the 90 BÉT trading days prior to the date of the transaction or
- c.) the volume-weighted average price of MOL shares during 90 BÉT trading days prior to
 - (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or
 - (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or
 - (iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or
- d.) the closing price of MOL shares on the BÉT on the trading day which falls immediately prior to
 - (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or
 - (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or
 - (iii) the date of exercising option rights, preemption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

10. The AGM approved the following resolution with 425,890,435 yes votes (99.13%):

The holders of "A" series shares present at the General Meeting grant their approval to the authorization of the Board of Directors to increase the share capital in accordance with the conditions defined in Article 17.d.) of the Articles of Associations to be amended.

11. The AGM approved the following resolution with 8 yes votes (100%):

The holder of "B" series shares present at the General Meeting grant its approval to the authorization of the Board of Directors to increase the share capital in accordance with the conditions defined in Article 17.d.) of the Articles of Associations to be amended.

12. The AGM approved the following resolution with 425.893.607 yes votes (99.13%):

The General Meeting grants its approval to the Board of Directors to increase the share capital in in one or more installments by not more than HUF 30,000,000,000 (i.e. Thirty billion forints) i.e. up to the maximum amount of HUF 132,428,682,578 (i.e. one hundred and thirty-two billion four hundred and twenty eight million six hundred and eighty two thousand five hundred seventy eight forint) in any form and method provided by the Civil Code and to resolve the amendment of the Articles of Association in connection thereof. The authorization shall be granted for a period until 24 April 2029.

Based on the above, the General Meeting modifies Article 17.d.) of the Articles of Association as follows:

(wording proposed to be deleted crossed through, new wording in bold)

„d.) Based on the authorization granted in the Articles of Association the Board of Directors is entitled to increase the share capital until ~~10 April 2024~~ **24 April 2029** in one or more installments by not more than HUF 30,000,000,000 (i.e. Thirty billion forints) i.e. up to the maximum amount of HUF 132,428,682,578 (i.e. one hundred and thirty-two billion four hundred and twenty eight million six

hundred and eighty two thousand five hundred seventy eight forint) in any form and method provided by the Civil Code and resolve the amendment of the Articles of Association in connection thereof.”

13. The AGM approved the following resolution with 395,217,628 yes votes (91.99%):

The General Meeting elects Dr. Sándor Csányi as member of the Board of Directors from 30 April 2024 to 29 April 2029.

14. The AGM approved the following resolution with 395,206,793 yes votes (91.99%):

The General Meeting elects Dr. Anthony Radev as member of the Board of Directors from 30 April 2024 to 29 April 2029.

15. The AGM approved the following resolution with 395,208,043 votes (91.99%):

The General Meeting elects Mr. Talal Al Awfi as member of the Board of Directors from 30 April 2024 to 29 April 2029.

16. The AGM approved the following resolution with 395,248,253 yes votes (92.00%):

The General Meeting elects Dr. Anett Pandurics as member of the Supervisory Board from 30 April 2024 to 29 April 2029.

17. The AGM approved the following resolution with 395,257,403 yes votes (92.00%):

The General Meeting elects Dr. Anett Pandurics as member of the Audit Committee from 30 April 2024 to 29 April 2029.

18. The AGM approved the following resolution with 425,891,835 yes votes (99.13%):

The General Meeting on the basis of Section 3:268 (3) of Act V of 2013 on the Civil Code, approves the remuneration report prepared under the provisions of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization purposes.

19. The AGM approved the following resolution with 425,884,065 yes votes (99.13%):

The General Meeting, on the basis of Section 3:268 (2) of Act V of 2013 on the Civil Code, approves the amended Remuneration Policy of MOL Plc.

The AGM documents are available on MOL Group’s web site <http://molgroup.info/en/>.

For further information, please contact:

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